

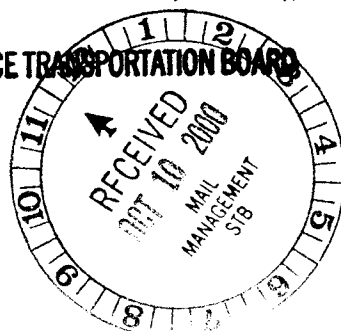


RECORDATION NO. 23158 FILED

OCT 11 '00

12:15 PM

SURFACE TRANSPORTATION BOARD



4, October 2000

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Locomotive Equipment Lease Agreement dated as of August 24, 2000 between the following parties:

Lessee: Mid-AM Equipment
P.O. Box 5739
Mesa, AZ 85211-5739

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease Agreement dated August 24, 2000 related to one (1) locomotive bearing reporting mark NIS 3186.

Please file this agreement as a primary document. A check in the amount of \$26.00, check #12994, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

A handwritten signature in black ink, appearing to read 'Barb Brzezicki'.

Barb Brzezicki
Documentation Assistant

Enclosures

**MEMORANDUM OF
LOCOMOTIVE EQUIPMENT LEASE AGREEMENT**

OCT 11 '00

12-15 PM

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 24th day of August, 2000, is intended to evidence the lease dated as of August 24, 2000 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **MID-AM EQUIPMENT**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one (1) locomotive described in Exhibit A attached hereto (the "Unit"). Lessee is renting from Lessor the Unit at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION
SERVICES, INC.**

By: Paul E. Loebig

Name: Paul E. Loebig

Title: Vice President

Date: August 24, 2000

MID-AM EQUIPMENT

By: Robert J. Schroeder

Name: ROBERT J. SCHROEDER

Title: PRESIDENT

Date: AUGUST 31, 2000

STATE OF OHIO

COUNTY OF HAMILTON

)
)
)

SS:

The foregoing instrument was acknowledged before me this 24th day of August, 2000, by Paul E. Loebig, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M Woodard
Notary Public

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF Arizona
COUNTY OF Maricopa

)
)
)

SS:

The foregoing instrument was acknowledged before me this 31 day of August, 2000, by ROBERT J SCHROEDER the PRESIDENT of Mid-Am Equipment, a Delaware corporation, on behalf of the corporation.

Jennifer L Cunico
Notary Public

My Commission expires:

March 30, 2002

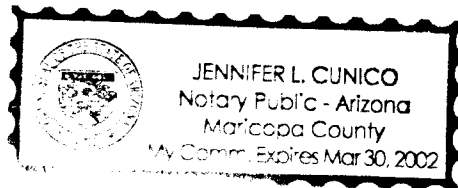


EXHIBIT A

To the Memorandum of Lease dated August 24, 2000, between Joseph Transportation Services, Inc. and Mid-Am Equipment.

DESCRIPTION OF UNITS

One (1) locomotive bearing reporting marks as follows:

NIS 3186

CERTIFICATE

The undersigned, Julie M Woodard notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002